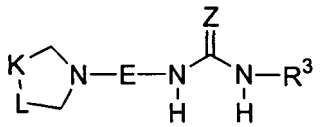
Amendments to the Claims:

1. (CURRENTLY AMENDED) A compound of formula (I):



(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

~~M is absent or selected from CH_2, CHR^5, CHR^{13}, $CR^{13}R^{13}$, and CR^5R^{13};~~

~~Q is selected from CH_2, CHR^5, CHR^{13}, $CR^{13}R^{13}$, and CR^5R^{13};~~

K is selected from CH_2, CHR^5 and CHR^6;

~~J and~~ L ~~are independently~~ is selected from CH_2, CHR^5, CHR^6, CR^6R^6 and CR^5R^6;

J is selected from CH_2, CHR^5, CHR^{13}, and CR^5R^{13};

with the ~~provisos~~ proviso:

at least one of ~~M, J, K, L, or Q~~ K or L contains an R^5; ~~and~~

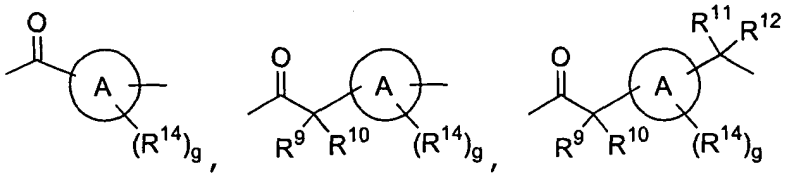
~~2) when M is absent, J is selected from CH_2, CHR^5, CHR^{13}, and CR^5R^{13};~~

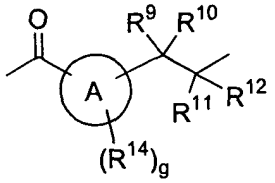
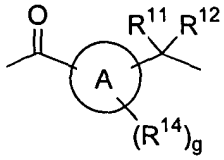
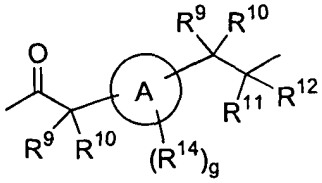
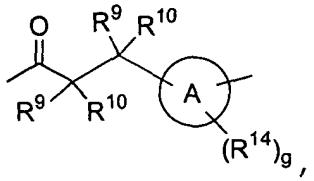
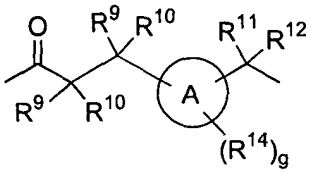
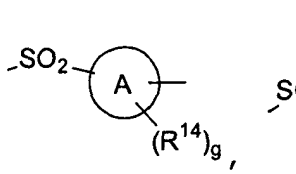
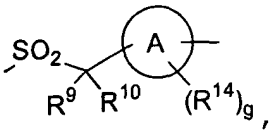
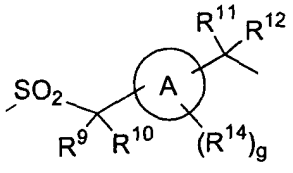
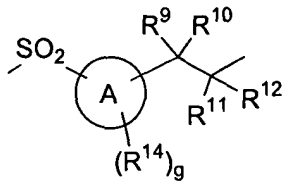
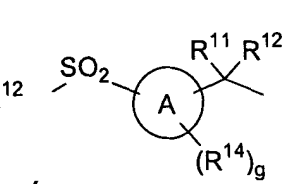
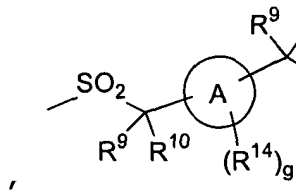
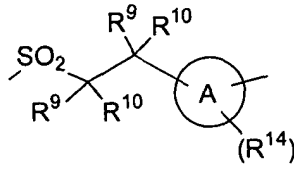
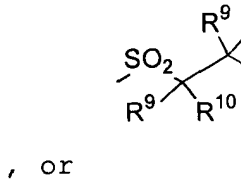
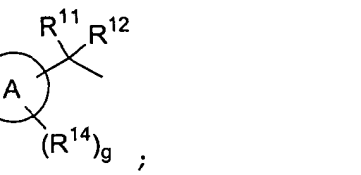
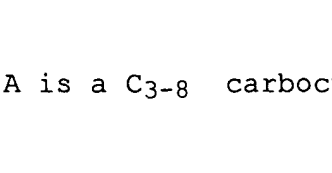
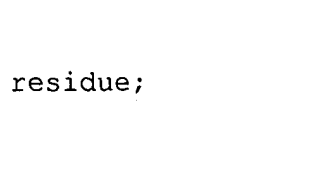
Z is selected from O, S, NR^{1a}, $C(CN)_2$, $CH(NO_2)$, and CHCN;

R^{1a} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $CONR^{1b}R^{1b}$, OR^{1b}, CN, NO_2, and $(CH_2)_w$phenyl;

R^{1b} is independently selected from H, C_{1-3} alkyl, C_{3-6} cycloalkyl, and phenyl;

E is $-(C=O)-(CR^9R^{10})_v-(CR^{11}R^{12})-$, $-(SO_2)-(CR^9R^{10})_v-(CR^{11}R^{12})-$,



Ring A is a C_{3-8} carbocyclic residue;

R^2 is selected from H, C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^a;

R^a, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^bR^b$, $(CH_2)_rOH$, $(CH_2)_rOR^c$, $(CH_2)_rSH$, $(CH_2)_rSR^c$, $(CH_2)_rC(O)R^b$, $(CH_2)_rC(O)NR^bR^b$, $(CH_2)_rNR^bC(O)R^b$, $(CH_2)_rC(O)OR^b$, $(CH_2)_rOC(O)R^c$, $(CH_2)_rCH(=NR^b)NR^bR^b$, $(CH_2)_rNHC(=NR^b)NR^bR^b$, $(CH_2)_rS(O)_pR^c$, $(CH_2)_rS(O)_2NR^bR^b$, $(CH_2)_rNR^bS(O)_2R^c$, and $(CH_2)_r$phenyl;

R^b, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^c, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^3 is selected from $(CH_2)_rN(CH_3)_2$, a $(CR^{3'}R^{3''})_r$-C_{3-8} carbocyclic residue substituted with 0-5 R^{15}; a $(CR^{3'}R^{3''})_r$-C_{9-10} carbocyclic residue substituted with 0-4 R^{15}; and a $(CR^{3'}R^{3''})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15};

$R^{3'}$ and $R^{3''}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^5 is selected from a $(CR^{5'}R^{5''})_t$-C_{3-10} carbocyclic residue substituted with 0-5 R^{16} and a $(CR^{5'}R^{5''})_t$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16};

$R^{5'}$ and $R^{5''}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^6, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, CN, $(CH_2)_rNR^{6a}R^{6a'}$, $(CH_2)_rOH$, $(CH_2)_rOR^{6b}$, $(CH_2)_rSH$, $(CH_2)_rSR^{6b}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{6b}$, $(CH_2)_rC(O)NR^{6a}R^{6a'}$, $(CH_2)_rNR^{6d}C(O)R^{6a}$, $(CH_2)_rC(O)OR^{6b}$, $(CH_2)_rOC(O)R^{6b}$, $(CH_2)_rS(O)_pR^{6b}$, $(CH_2)_rS(O)_2NR^{6a}R^{6a'}$, $(CH_2)_rNR^{6d}S(O)_2R^{6b}$, and $(CH_2)_t$phenyl substituted with 0-3 R^{6c};

R^{6a} and $R^{6a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

with the proviso that when any of J, K, or L is CR^6R^6 and R^6 is halogen, cyano, nitro, or bonded to the carbon to which it is attached through a heteroatom, the other R^6 is not halogen, cyano, or bonded to the carbon to which it is attached through a heteroatom;

R^9, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, F, Cl, Br, I, NO_2, CN, $(CHR')_rOH$, $(CH_2)_rOR^{9d}$, $(CH_2)_rSR^{9d}$, $(CH_2)_rNR^{9a}R^{9a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{9b}$, $(CH_2)_rC(O)NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}C(O)R^{9a}$, $(CH_2)_rNR^{9a}C(O)H$, $(CH_2)_rC(O)OR^{9b}$, $(CH_2)_rOC(O)R^{9b}$, $(CH_2)_rOC(O)NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}C(O)OR^{9b}$, $(CH_2)_rS(O)_pR^{9b}$, $(CH_2)_rS(O)_2NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}S(O)_2R^{9b}$, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic

residue substituted with 0-5 R^{9c}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c};

R^{9a} and $R^{9a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

alternatively, R^{9a} and $R^{9a'}$, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{9g}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{9b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{9e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{9f}R^{9f}$, $(CH_2)_rOH$, $(CH_2)_rOR^{9b}$, $(CH_2)_rSR^{9b}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{9b}$, $(CH_2)_rC(O)NR^{9f}R^{9f}$, $(CH_2)_rNR^{9f}C(O)R^{9a}$, $(CH_2)_rC(O)OR^{9b}$, $(CH_2)_rOC(O)R^{9b}$, $(CH_2)_rC(=NR^{9f})NR^{9f}R^{9f}$, $(CH_2)_rS(O)_pR^{9b}$, $(CH_2)_rNHC(=NR^{9f})NR^{9f}R^{9f}$, $(CH_2)_rS(O)_2NR^{9f}R^{9f}$, $(CH_2)_rNR^{9f}S(O)_2R^{9b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{9e};

R^{9d}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, a C_{3-10} carbocyclic residue substituted with 0-3 R^{9c}, and a 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R^{9c};

R^{9e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$phenyl, wherein the phenyl on the $(CH_2)_r$phenyl is substituted with 0-5 substituents selected from F, Cl, Br, I, NO_2, C_{1-6}alkyl, OH, and $NR^{9f}R^{9f}$;

R^{9f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{9g} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $(CH_2)_r$phenyl, $C(O)R^{9f}$, $C(O)OR^{9h}$, and SO_2R^{9h};

R^{9h}, at each occurrence, is selected from C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10}, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, F, Cl, Br, I, NO_2, CN, $(CHR')_rOH$, $(CH_2)_rOR^{10d}$, $(CH_2)_rSR^{10d}$, $(CH_2)_rNR^{10a}R^{10a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{10b}$, $(CH_2)_rC(O)NR^{10a}R^{10a'}$, $(CH_2)_rNR^{10a}C(O)R^{10a}$, $(CH_2)_rNR^{10a}C(O)H$, $(CH_2)_rC(O)OR^{10b}$, $(CH_2)_rOC(O)R^{10b}$, $(CH_2)_rOC(O)NR^{10a}R^{10a'}$, $(CH_2)_rNR^{10a}C(O)OR^{10b}$, $(CH_2)_rS(O)_pR^{10b}$, $(CH_2)_rS(O)_2NR^{10a}R^{10a'}$, $(CH_2)_rNR^{10a}S(O)_2R^{10b}$, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10c}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10c};

R^{10a} and $R^{10a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

alternatively, R^{10a} and $R^{10a'}$, along with the N to which they are attached, jointo form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{10g}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{10b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{10e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{10f}R^{10f}$, $(CH_2)_rOH$, $(CH_2)_rOR^{10b}$, $(CH_2)_rSR^{10b}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{10b}$, $(CH_2)_rC(O)NR^{10f}R^{10f}$, $(CH_2)_rNR^{10f}C(O)R^{10a}$, $(CH_2)_rC(O)OR^{10b}$, $(CH_2)_rOC(O)R^{10b}$, $(CH_2)_rC(=NR^{10f})NR^{10f}R^{10f}$, $(CH_2)_rS(O)_pR^{10b}$, $(CH_2)_rNHC(=NR^{10f})NR^{10f}R^{10f}$, $(CH_2)_rS(O)_2NR^{10f}R^{10f}$, $(CH_2)_rNR^{10f}S(O)_2R^{10b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{10c};

R^{10e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_r$phenyl;

R^{10f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10g} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $(CH_2)_r$phenyl, $C(O)R^{10f}$, SO_2R^{10h}, and $C(O)O\ R^{10h}$;

R^{10h}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl;

alternatively, R^9 and R^{10} join to form =O, a C_{3-10} cycloalkyl, a 5-6-membered lactone or lactam, or a 4-6-membered saturated heterocycle containing 1-2 heteroatoms selected from O, S, and NR^{10g} and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

with the proviso that when either of R^9 or R^{10} is bonded to the carbon to which it is attached through a heteroatom, then the other of R^9 or R^{10} is not halogen, cyano, or bonded to the carbon to which it is attached through a heteroatom;

R^{11}, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CR'R^{17})_qOH$, $(CH_2)_qSH$, $(CR'R^{17})_qOR^{11d}$, $(CH_2)_qSR^{11d}$, $(CR'R^{17})_qNR^{11a}R^{11a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}C(O)R^{11a}$, $(CH_2)_qOC(O)NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}C(O)OR^{11b}$, $(CH_2)_qNR^{11a}C(O)NHR^{11a}$, $(CH_2)_rC(O)OR^{11b}$, $(CH_2)_qOC(O)R^{11b}$, $(CH_2)_qS(O)_pR^{11b}$, $(CH_2)_qS(O)_2NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}S(O)_2R^{11b}$, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11c}, and a $(R'R^{17})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c};

R^{11a} and $R^{11a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

alternatively, R^{11a} and $R^{11a'}$ along with the N to which they are attached, jointo form a 5-6 membered heterocyclic system containing 1-2

heteroatoms selected from NR^{11g}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{11b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{11f}R^{11f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11f}R^{11f}$, $(CH_2)_rNR^{11f}C(O)R^{11a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{11b}$, $(CH_2)_rC(=NR^{11f})NR^{11f}R^{11f}$, $(CH_2)_rNHC(=NR^{11f})NR^{11f}R^{11f}$, $(CH_2)_rS(O)_pR^{11b}$, $(CH_2)_rS(O)_2NR^{11f}R^{11f}$, $(CH_2)_rNR^{11f}S(O)_2R^{11b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{11c};

R^{11e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl, wherein the phenyl on the $(CH_2)_r$phenyl is substituted with 0-5 substituents selected from F, Cl, Br, I, NO_2, C_{1-6}alkyl, OH, and $NR^{9f}R^{9f}$;

R^{11f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{11g} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $(CH_2)_r$phenyl, $C(O)R^{11f}$, $C(O)OR^{11h}$, and SO_2R^{11h};

R^{11h}, at each occurrence, is selected from C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12}, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CHR')_qOH$, $(CH_2)_qSH$, $(CHR')_qOR^{12d}$, $(CH_2)_qSR^{12d}$, $(CHR')_qNR^{12a}R^{12a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{12b}$, $(CH_2)_rC(O)NR^{12a}R^{12a'}$, $(CH_2)_qNR^{12a}C(O)R^{12a}$, $(CH_2)_rOC(O)NR^{12a}R^{12a'}$, $(CH_2)_rNR^{12a}C(O)OR^{12b}$, $(CH_2)_qNR^{12a}C(O)NHR^{12a}$, $(CH_2)_rC(O)OR^{12b}$, $(CH_2)_qOC(O)R^{12b}$, $(CH_2)_qS(O)_pR^{12b}$, $(CH_2)_qS(O)_2NR^{12a}R^{12a'}$, $(CH_2)_qNR^{12a}S(O)_2R^{12b}$, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12c}, and a $(R'R^{17})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12c};

R^{12a} and $R^{12a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

alternatively, R^{12a} and $R^{12a'}$, along with the N to which they are attached, jointo form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{12g}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{12b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{12f}R^{12f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{12b}$, $(CH_2)_rC(O)NR^{12f}R^{12f}$, $(CH_2)_rNR^{12f}C(O)R^{12a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{12b}$, $(CH_2)_rC(=NR^{12f})NR^{12f}R^{12f}$, $(CH_2)_rNHC(=NR^{12f})NR^{12f}R^{12f}$, $(CH_2)_rS(O)_pR^{12b}$, $(CH_2)_rS(O)_2NR^{12f}R^{12f}$, $(CH_2)_rNR^{12f}S(O)_2R^{12b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{12e}, C_{3-6} alkenyl, C_{3-6} alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{12c};

R^{12e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$phenyl;

R^{12f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12g} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $(CH_2)_r$phenyl, $C(O)R^{12f}$, $C(O)OR^{12h}$, and SO_2R^{12h};

R^{12h}, at each occurrence, is selected from C_{1-6} alkyl, and C_{3-6} cycloalkyl;

alternatively, R^{11} and R^{12} join to form a C_{3-10} cycloalkyl, a 5-6-membered lactone or lactam, or a 4-6-membered saturated heterocycle containing 1-2 heteroatoms selected from O, S, and NR^{11g} and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{13}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, $(CF_2)_wCF_3$, $(CH_2)_qNR^{13a}R^{13a'}$, $(CHR')_qOH$, $(CH_2)_qOR^{13b}$, $(CH_2)_qSH$, $(CH_2)_qSR^{13b}$, $(CH_2)_wC(O)OH$, $(CH_2)_wC(O)R^{13b}$, $(CH_2)_wC(O)NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}C(O)R^{13a}$, $(CH_2)_wC(O)OR^{13b}$, $(CH_2)_qOC(O)R^{13b}$, $(CH_2)_wS(O)_pR^{13b}$, $(CH_2)_wS(O)_2NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}S(O)_2R^{13b}$, and $(CH_2)_w$-phenyl substituted with 0-3 R^{13c};

R^{13a} and $R^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{13d}R^{13d}$;

R^{13d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{14}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{14a}R^{14a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{14d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rS(CHR')_rR^{14d}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{14b}$, $(CHR')_rC(O)NR^{14a}R^{14a'}$, $(CHR')_rNR^{14f}C(O)(CHR')_rR^{14b}$, $(CHR')_rOC(O)NR^{14a}R^{14a'}$, $(CHR')_rNR^{14f}C(O)O(CHR')_rR^{14b}$, $(CHR')_rC(O)O(CHR')_rR^{14d}$, $(CHR')_rOC(O)(CHR')_rR^{14b}$, $(CHR')_rC(=NR^{14f})NR^{14a}R^{14a'}$, $(CHR')_rNHC(=NR^{14f})NR^{14f}R^{14f}$, $(CHR')_rS(O)_p(CHR')_rR^{14b}$, $(CHR')_rS(O)_2NR^{14a}R^{14a'}$, $(CHR')_rNR^{14f}S(O)_2(CHR')_rR^{14b}$, C_{1-6} haloalkyl,

C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CHR')_r$phenyl substituted with 0-3 R^{14e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e}, or two R^{14} substituents on adjacent atoms on ring A form to join a 5-6 membered heterocyclic system containing 1-3 heteroatoms selected from N, O, and S substituted with 0-2 R^{15e};

R^{14a} and $R^{14a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{14e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{14e};

R^{14b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{14e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{14e};

R^{14d}, at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{14e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{14e}, and a $(CH_2)_r$5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{14e};

R^{14e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{14f}R^{14f}$, and $(CH_2)_r$phenyl;

R^{14f}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{15}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R^{17})_rNR^{15a}R^{15a'}$, $(CR'R^{17})_rOH$, $(CR'R^{17})_rO(CHR')_rR^{15d}$, $(CR'R^{17})_rSH$, $(CR'R^{17})_rC(O)H$, $(CR'R^{17})_rS(CHR')_rR^{15d}$, $(CR'R^{17})_rC(O)OH$, $(CR'R^{17})_rC(O)(CHR')_rR^{15b}$, $(CR'R^{17})_rC(O)NR^{15a}R^{15a'}$, $(CR'R^{17})_rNR^{15f}C(O)(CHR')_rR^{15b}$, $(CR'R^{17})_rOC(O)NR^{15a}R^{15a'}$, $(CR'R^{17})_rNR^{15f}C(O)O(CHR')_rR^{15b}$, $(CR'R^{17})_rNR^{15f}C(O)NR^{15f}R^{15f}$, $(CR'R^{17})_rC(O)O(CHR')_rR^{15d}$, $(CR'R^{17})_rOC(O)(CHR')_rR^{15b}$, $(CR'R^{17})_rC(=NR^{15f})NR^{15a}R^{15a'}$, $(CR'R^{17})_rNHC(=NR^{15f})NR^{15f}R^{15f}$, $(CR'R^{17})_rS(O)_p(CHR')_rR^{15b}$, $(CR'R^{17})_rS(O)_2NR^{15a}R^{15a'}$, $(CR'R^{17})_rNR^{15f}S(O)_2(CHR')_rR^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CR'R^{17})_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

alternatively, R^{15a} and $R^{15a'}$, along with the N to which they are attached, jointo form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{15h}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{15b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15d}, at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{15e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{15e}, and a $(CH_2)_r$5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, 2-cyanoethyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{15f}R^{15f}$, $(CH_2)_r$phenyl, and a heterocycle substituted with 0-1 R^{15g}, wherein the heterocycle is selected from imidazole, thiazole, oxazole, pyrazole, 1,2,4-triazole, 1,2,3-triazole, isoxazole, and tetrazole,;

R^{15f}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{15g} is selected from methyl, ethyl, acetyl, and CF_3;

R^{15h} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $(CH_2)_r$phenyl, $C(O)R^{15f}$, $C(O)OR^{15i}$, and SO_2R^{15i};

R^{15i}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl;

R^{16}, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{16a}R^{16a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rS(CHR')_rR^{16d}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)O(CHR')_rR^{16d}$, $(CHR')_rOC(O)(CHR')_rR^{16b}$, $(CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}$, $(CHR')_rNHC(=NR^{16f})NR^{16f}R^{16f}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$,

$(CHR')_rS(O)_2NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CHR')_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{16e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{16e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{16f}R^{16f}$, and $(CH_2)_r$phenyl;

R^{16f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{17}, at each occurrence, is independently selected from H and methyl;

R', at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{15e};

g is selected from 0, 1, 2, 3, and 4;

v is selected from 0, 1, and 2;

t is selected from 1 and 2;

w is selected from 0 and 1;

r is selected from 0, 1, 2, 3, 4, and 5;

q is selected from 1, 2, 3, 4, and 5; and

p is selected from 0, 1, and 2.

2. (ORIGINAL) The compound of claim 1, wherein:

Z is selected from O, S, N(CN), and $N(CONH_2)$;

R^2 is selected from H and C_{1-4} alkyl;

R^6, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, CN, $(CH_2)_rOH$, $(CH_2)_rOR^{6b}$, $(CH_2)_rC(O)R^{6b}$, $(CH_2)_rC(O)NR^{6a}R^{6a'}$, $(CH_2)_rNR^{6d}C(O)R^{6a}$, and $(CH_2)_t$phenyl substituted with 0-3 R^{6c};

R^{6a} and $R^{6a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{13}, at each occurrence, is selected from C_{1-4} alkyl, C_{3-6} cycloalkyl, $(CH_2)NR^{13a}R^{13a'}$, $(CHR')OH$, $(CH_2)OR^{13b}$, $(CH_2)_wC(O)R^{13b}$, $(CH_2)_wC(O)NR^{13a}R^{13a'}$, $(CH_2)NR^{13d}C(O)R^{13a}$, $(CH_2)_wS(O)_2NR^{13a}R^{13a'}$, $(CH_2)NR^{13d}S(O)_2R^{13b}$, and $(CH_2)_w$-phenyl substituted with 0-3 R^{13c};

R^{13a} and $R^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, and $(CH_2)_rNR^{13d}R^{13d}$;

R^{13d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

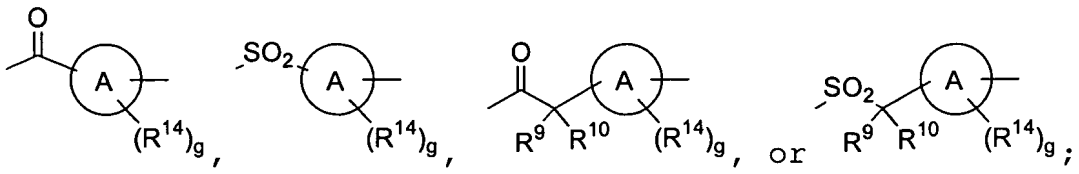
v is selected from 0, 1 and 2;

q is selected from 1, 2, and 3; and

r is selected from 0, 1, 2, and 3.

3. (ORIGINAL) The compound of claim 2, wherein:

E is $-(C=O)-(CR^9R^{10})_v-(CR^{11}R^{12})-$, $-(SO_2)-(CR^9R^{10})_v-(CR^{11}R^{12})-$,

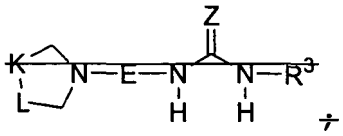


R^3 is selected from $(CH_2)_2N(CH_3)_2$, a $(CR^{3'}H)_r$-carbocyclic residue substituted with 0-5 R^{15}, wherein the carbocyclic residue is selected from phenyl, C_{3-6} cycloalkyl, naphthyl, and adamantyl; and a $(CR^{3'}H)_r$-heterocyclic system substituted with 0-3 R^{15}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R^5 is selected from $(CR^{5'}H)_t$-phenyl substituted with 0-5 R^{16}; and a $(CR^{5'}H)_t$-heterocyclic system substituted with 0-3 R^{16}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

4. (CANCELED)

5. (CURRENTLY AMENDED) The compound of claim 3, wherein ~~the compound formula (I) is:~~



R^{16}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, CF_3, Cl, Br, I, F, $(CH_2)_rNR^{16a}R^{16a'}$, NO_2, CN, OH, $(CH_2)_rOR^{16d}$, $(CH_2)_rC(O)R^{16b}$, $(CH_2)_rC(O)NR^{16a}R^{16a'}$, $(CH_2)_rNR^{16f}C(O)R^{16b}$, $(CH_2)_rS(O)_pR^{16b}$, $(CH_2)_rS(O)_2NR^{16a}R^{16a'}$, $(CH_2)_rNR^{16f}S(O)_2R^{16b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

R^{16b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C_{1-6} alkyl and phenyl;

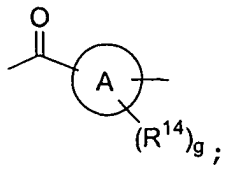
R^{16e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, OH, and $(CH_2)_rOC_{1-5}$ alkyl; and

R^{16f}, at each occurrence, is selected from H, and C_{1-5} alkyl.

6. (CANCELED)

7. (ORIGINAL) The compound of claim 5, wherein:

E is $-(C=O)-(CR^9R^{10})_v-(CR^{11}R^{12})-$, or



;

R^5 is CH_2phenyl substituted with 0-3 R^{16}; and

r is selected from 0, 1, and 2.

8. (CANCELED)

9. (ORIGINAL) The compound of claim 7, wherein:

K is selected from CH_2 and CHR^5;

L is selected from CH_2 and CHR^5; and

R^3 is a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{15}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, naphthyl and adamantyl, and a $(CR^{3'}H)_r$-heterocyclic system substituted with 0-3 R^{15}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

10. (CURRENTLY AMENDED) The compound of claim 3, wherein:

~~M is absent or selected from CH_2;~~

~~Q is CH_2;~~

~~J is CH_2;~~

K and L are independently selected from CH_2 and CHR^5;

Z is O, S, NCN, or $NCONH_2$;

R^1 is H;

R^2 is H;

R^3 is selected from a $(CH_2)_rN(CH_3)_2$, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{15}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, naphthyl and adamantyl, and a $(CR^{3'}H)_r$-heterocyclic system substituted with 0-3 R^{15}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R^5 is selected from a CH_2-phenyl substituted with 0-5 R^{16} and a CH_2-heterocyclic system substituted with 0-3 R^{16}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

11. (CANCELED)

12. (CANCELED)

13. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1.

14. (ORIGINAL) A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1.

15. (CURRENTLY AMENDED) A method for treating ~~or preventing~~ asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1.

16. (ORIGINAL) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

17. (ORIGINAL) The method of claim 14 wherein modulation of chemokine receptor activity comprises contacting a CCR3 receptor with an effective inhibitory amount of the compound.

18. (CURRENTLY AMENDED) A method for treating ~~or preventing~~ inflammatory disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 12, or a pharmaceutically acceptable salt thereof.

19. (CURRENTLY AMENDED) A method according to Claim 18, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

20. (ORIGINAL) The method according to Claim 19, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

21. (ORIGINAL) The method according to Claim 20, wherein the disorder is asthma.

Respectfully submitted,

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Date: August 7, 2003